



IRRAS intends to carry out a directed issue of shares

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IRRAS AB ("IRRAS" or the "Company") (Nasdaq: IRRAS) intends to carry out a new issue of shares of up to 20 percent, corresponding to approximately 13 million shares, of the total number of outstanding shares in the Company to Swedish and international institutional investors (the "Directed Issue"). IRRAS has appointed Carnegie Investment Bank AB (publ) ("Carnegie") to act as Sole Global Coordinator and Bookrunner in connection with the Directed Issue.

IRRAS intends to carry out the Directed Issue based on the authorization to issue shares granted by the annual general meeting on April 28, 2021. The subscription price and the total number of new shares in the Directed Issue will be determined through an accelerated bookbuilding procedure, which will commence immediately following the publication of this press release. Pricing and allocation of the new shares are expected to take place before the commencement of trading on Nasdaq Stockholm at 09:00 CEST on June 11, 2021. By establishing the subscription price in the Directed Issue through an accelerated bookbuilding procedure, it is the assessment of the Board of Directors that the subscription price will be set on market terms and conditions. The closing, pricing and allocation in the bookbuilding procedure are determined at the discretion of the Company and may be cancelled at any time, meaning the Company may refrain from carrying out the Directed Issue. The Company will announce the outcome of the Directed Issue in a subsequent press release after the bookbuilding procedure has been completed.

Current shareholders Bacara Holdings Limited, Lexington Holding Assets Ltd and the Xanthopoulos family trust have committed to subscribe for shares in the Directed Issue corresponding to approx. SEK 21 million. There will be no compensation or preferential treatment in the event of allocation in exchange for the subscription commitments.

The reason for deviating from the shareholders' preferential rights in the Directed Issue is to raise capital in a time- and cost-effective manner and to diversify the shareholder base with Swedish and international institutional investors.

The net proceeds from the Directed Issue is intended to be used to ensure continued and successful implementation of the Company's growth strategy, including:

- accelerate commercialization of the product portfolio in the US and EU to maximize equipment footprint to drive disposable revenue;
- convert evaluation phase IRRAS flow systems into revenue-generating commercial centers; and
- general corporate purposes

In connection with the Directed Issue, the Company has agreed to a lock-up undertaking, with customary exceptions, on future share issuances for a period of 180 calendar days after the settlement date of the Directed Issue. In addition, the members of the Board of Directors and certain members of the senior management of the Company, have agreed to not sell any shares in IRRAS for a period of 180 calendar days after the settlement date of the Directed Issue, subject to customary exceptions.

Advisers

Carnegie Investment Bank AB (publ) is acting as Sole Global Coordinator and Bookrunner in connection with the Directed Issue. Setterwalls Advokatbyrå is legal adviser to the Company in connection with the Directed Issue.

About IRRAS

IRRAS is a global medical care company focused on innovative medical solutions to improve the lives of critically ill patients. IRRAS designs, develops, and commercializes neurocritical care products that transform patient outcomes and decrease the overall cost of care by addressing complications associated with current treatment methodologies. IRRAS markets and sells its comprehensive, innovative IRRAS^{flow} and Hummingbird ICP Monitoring product lines to hospitals worldwide through its direct sales organization in the United States and select European countries as well as an international network of distribution partners.

IRRAS maintains its headquarters in Stockholm, Sweden, with corporate offices in Munich, Germany, and San Diego, California, USA. For more information, please visit www.iras.com.

IRRAS AB (publ) is listed on Nasdaq Stockholm (ticker: IRRAS).

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This information is information that IRRAS is obliged to disclose pursuant to the EU Market Abuse Regulation. The information was released for public disclosure, through the agency of the contact person above, on June 10, 2021 at 17:31 (CEST).

IMPORTANT INFORMATION

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This press release is not a prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “Prospectus Regulation”) and has not been approved by any regulatory authority in any jurisdiction. IRRAS has not authorized any offer to the public of shares or rights in any member state of the EEA and no prospectus has been or will be prepared in connection with the Issue. In any EEA Member State, this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Regulation.

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To the extent this press release contains forward-looking statements, such statements does not constitute facts and are characterized by words such as “shall”, “expect”, “believe” “assess”, “intend”, “estimate” and similar expressions. Such statements reflect IRRAS’ intentions, views or present expectations or assumptions. Such forward-looking statements are based on IRRAS’ current plans, estimates and projections, which have been made to the best of IRRAS’ ability. However, IRRAS does not assert that these statements will be correct in the future. Forward-looking statements are associated with risks and uncertainties which are difficult to predict and which generally cannot be affected by IRRAS. It should be contemplated that actual events or outcomes may differ materially from what is included or expressed in such forward-looking statements.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “MiFID II Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the new shares in the Issue have been subject to a product approval process, which has determined that the these shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the shares may decline and investors could lose all or part of their investment; the shares offer no guaranteed income and no capital protection; and an investment in the shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Issue. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Carnegie Investment Bank will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the shares and determining appropriate distribution channels.